

STANTON, S.

Exhibit D

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

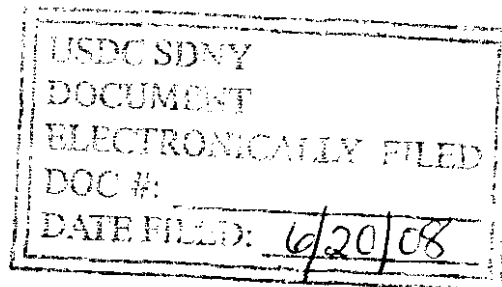
-----X
LYONS PARTNERSHIP, L.P. and HIT
ENTERTAINMENT, INC.

Plaintiffs,

v.

PARTY ART PRODUCTIONS INC., ROBERTA
HERMAN, PHILIP HERMAN, PARTY POOPERS,
INC., MARLA MASE, 57TH STREET PARTY
CORP. D/B/A SAVE THE DATE, JENNIFER
GILBERT, THE MAGIC AGENCY INC., SHELLEY
CARROLL, and ERIC SILVEY D/B/A ERIC SILVEY
ENTERTAINMENT,

Defendants.
-----X



07 Civ. 7121 (LLS)(THK)

STIPULATED DISMISSAL
WITH PREJUDICE

WHEREAS, Lyons Partnership, L.P. and HIT Entertainment, Inc. (collectively, "Plaintiffs") and Defendants The Magic Agency, Inc. and Shelley Carroll (collectively, the "Magic Agency Defendants") have settled the above-captioned matter; and

WHEREAS, this Court has ordered entry of a Stipulated Permanent Injunction against the Magic Agency Defendants;

IT IS HEREBY STIPULATED by and between Plaintiffs, through their counsel, and the Magic Agency Defendants that the Magic Agency Defendants shall be dismissed with prejudice from Plaintiffs' Complaint pursuant to Rule 41(a) of the Federal Rules of Civil Procedure, with each party to bear its own costs and attorney's fees.

IT IS FURTHER STIPULATED that the Honorable Louis L. Stanton, United States District Judge, or his successor shall retain jurisdiction to enforce the Settlement

Agreement between Plaintiffs and the Magic Agency Defendants and the Stipulated Permanent Injunction.

IT IS SO STIPULATED:

**COWAN, DEBAETS, ABRAHAM
& SHEPPARD LLP**



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Attorneys for Plaintiffs

Dated: 6/17/08

INGBER & GELBER, LLP



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Attorneys for Defendants The Magic Agency,
Inc. and Shelley Carroll

Dated: 2/26/08

SO ORDERED

Dated: June 20, 2008

Louis L. Stanton
HON. _____, U.S.D.J.